

WILKINSON) BARKER KNAUER

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Licensing & Technical

December 8, 2000

Via Hand Delivery Magalie Roman Salas, Secretary Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

> Re: Arch Wireless, Inc.

Analysis Branch Post Arch-PageNet Merger Ownership Report — FCC Form 602

Dear Ms. Salas:

Attachment

Pursuant to Section 1.919 of the Commission's rules, 47 C.F.R. § 1.919, Arch Wireless, Inc. ("Arch"), by its attorneys, hereby submits an original and one copy of FCC Form 602, FCC Ownership Disclosure Report. The information contained therein reflects the ownership of Arch following the merger of Arch and Paging Network, Inc.

Please contact the undersigned in if you have any questions concerning this filing.

Sincerely,

WILKINSON BARKER KNAUER, LLP

Kathryn A. Zachem

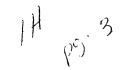
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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) Disclosable In	terest Holder's Address.							
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FCC Form! Exhib Page 1 or

FCC Ownership Disclosure Information for the Wireless Telecommunications Bureau

Related FCC Regulated Businesses of Applicant, Arch Communications Group, Inc. ("Arch",

4a) Name and Address of all FCC Regulated Businesses owned by Arch:	4h) Principal Business.	4c) TIN:	4d) Percent of Interest Held:
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Arch Commissional Enterprises LLA 1888 West Park Drive, Soite 270 Westkommeli, MA 194581	t arrown ad a bulg multiradivick		100
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^{&#}x27;Arch Wireless Holdings, Inc. d/b/a Arch Wireless is the sole member of Arch Communications Enterprises LLC.

⁷Arch, through its 49.9 percent indirect ownership interest in **Benbow** PCS Ventures, Inc ("Benbow"), holds a 49.9 percent interest in Cal Autofone. Radio Electronics Products Corporation and **PageCall**, Inc., all of which are 100 percent owned by **Benbowl** Arch holds its interest in **Benbow** through a wholly owned Arch subsidiary, **Benbow** Investments, Inc., a Delaware corporation.

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FCC Form 602 Exhibit 1 Page 2 of 2

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Paging Network of America Inc 1800 West Park Drive, Sume 150 Westhorough, MA #1581	िसमध्यक्षात्रस्या मार्काविक्तिस्यामानः स्टेटर १६६
PageNet SMR Sub 1800 West Park Drive, Sode 250 Westbirdugh, MA 191581	Commercial matric ratios sees we

³Arch holds a 50 percent total interest in Nationwide 929.8875 LLC ("Nationwide") through two indirect, wholly-owned subsidiaries: Arch Connecticut Valley, Inc. (5.1 percent) and Arch Communications Enterprises LLC (44.9 percent). The other 50 percent of Nationwide is held by Cellco Partnership, d/b/a Verizon Wireless. Detailed ownership information as to Cellco Partnership is set forth in its FCC Form 602 currently on file with the Commission.

⁴Gerald G. Farnsworth held 55 percent of Waterloo Communications, Inc., an lowa corporation. The late Mr. Farnsworth's interest is currently being managed by the Gerald G. Farnsworth Trust, Diane Neebel, Administrator, Mercantile Trust Company, 425 Cedar Street, Waterloo, IA 50701.

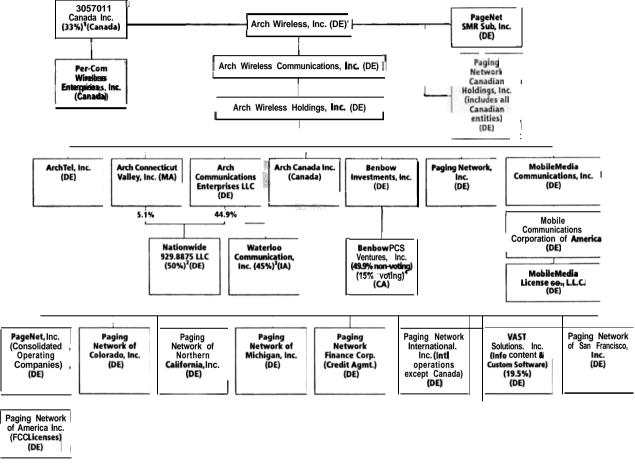
FCC Ownership Disclosure Information for the Wireless Telecommunications Bureau

Schedule for Disclosable Interest Holders

Based on the information available to Arch Wireless, Inc. (the Applicant) at the time of filing the instant Form 602 Ownership Report, no single entity or individual holds a 10% or more interest in post-merger Arch.'

All of the PageNet, Inc. ("PageNet") and Arch bonds, and the PageNet common stock, which were tendered in exchange for stock of the post-merger Arch, and all of the shares of PageNet common stock, which were tendered in exchange for stock of the post-merger Arch, are publicly traded securities. Based on the information available to Arch and PageNet at the time of closing on the merger, no entity or individual had accumulated a 10% or more interest in the post-merger Arch; however, if Arch or PageNet become aware of any individual or entity that has accumulated a sufficient interest in any of the securities that were exchanged for the stock in post-merger Arch such that any individual or entity holds 10% or more of the stock of post-merger Arch, Arch will promptly report such information to the FCC.

ARCH WIRELESS, INC. Organizational Chart November 10, 2000



- 1) 67% owned by David Hamilton (unaffiliated)
- 3) 55% owned by GG Farnsworth (unaffiliated)
- 4) 50.1% non-voting stock owned by June Walsh 85% voting stock owned by June Walsh

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Applicant/Licensee Information				
1) First Name (if individual):	MI:	Last Name:		
2) Applicant Name (if entity):			3) Applicant TIN:	
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Related FCC Regulated Businesses of Applicant/Licer	isee			
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Signature 5) Typed or Printed Name of Party Authorized to Sign				
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACH AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION	HMENTS AR	E PUNISHABLE BY FINE	NODIOR IMPRISONMENT (U.S.	Code, Title 18, Section 100
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